

# By-Laws of the Turkey Hill School Parent-Teacher Organization, Inc.

Orange, Connecticut

## ARTICLES

[Article I - Name](#)

[Article II - Vision, Mission and Purposes](#)

[Article III - Basic Policies](#)

[Article IV - Membership and Dues](#)

[Article V - Officers](#)

[Article VI - Duties of Officers](#)

[Article VII - Executive Board](#)

[Article VIII - Chairpeople and Their Committees](#)

[Article IX - General Membership Meetings](#)

[Article X - Fiscal Year](#)

[Article XI - Parliamentary Authority](#)

[Article XII - Amendments](#)

[Article XIII - Conflict of Interest Policy](#)

[Article XIV - Indemnification and Liability](#)

[Article XV - Dissolution](#)

[Article XVI - Exceptions](#)

Approved: January 2016

### **Article I – Name**

The name of this organization is the Turkey Hill School Parent-Teacher Organization, Inc. (referred to as the Turkey Hill School PTO). The Turkey Hill School PTO is based at the Turkey Hill School located at 441 Turkey Hill Road in Orange, Connecticut. It is a local PTO.

### **Article II – Vision, Mission and Purposes**

**Section 1.** The Turkey Hill School PTO vision is to make every child’s potential a reality.

**Section 2.** The Turkey Hill School PTO mission is to be a powerful voice for all children, a relevant resource for families and communities, and a strong advocate for the education and well-being of every child.

**Section 3.** To foster parent, teacher and student relationships and provide activities for students of the Turkey Hill School.

**Section 4.** The purpose of the Turkey Hill School PTO will be to adopt and adhere to the six keys to Successful School-Family-Community Partnerships, as created by J.L. Epstein:

- a) **Parenting:** Assist families with parenting and child-rearing skills, understanding child and adolescent development and setting home conditions that support children as students at each age and grade level. Assist schools in understanding families.
- b) **Communicating:** Communicate with families about school programs and student progress through effective school-to-home and home-to-school communications.
- c) **Volunteering:** Improve recruitment, training, work and schedules to involve families as volunteers and audiences at the school or in other locations to support students and school programs.
- d) **Learning at Home:** Involve families with their children in learning activities at home, including homework and other curriculum-related activities and decisions.
- e) **Decision Making:** Include families as participants in school decisions, governance, and advocacy through the PTO, school councils, committees and other parent organizations.
- f) **Collaborating with the Community:** Coordinate resources and services for families, students and the school with businesses, agencies and other groups and provide services to the community.

**Section 5.** The organization is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as "Internal Revenue Code").

### **Article III - Basic Policies**

The following are basic policies of the Turkey Hill School PTO:

- a) The Turkey Hill School PTO shall be noncommercial, nonsectarian and nonpartisan.
- b) The Turkey Hill School PTO shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities and local education authorities.
- c) The Turkey Hill School PTO shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools and the community at large.
- d) No part of the net earnings of the Turkey Hill School PTO shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- e) Notwithstanding any other provision of these articles, the Turkey Hill School PTO shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

f) Upon the dissolution of the Turkey Hill School PTO, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

g) The Turkey Hill School PTO or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including publishing or distributing statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

h) The name of the Turkey Hill School PTO or the names of any members in their official capacities shall not be used as a forum for personal gain.

## **Article IV - Membership and Dues**

### **Section 1.** Definition of Members

- Any parent, guardian or other adult standing in loco parentis for a student at Turkey Hill School may be a member and shall have voting rights. The principal, any teacher, para-professional, therapist, special services provider or others employed at the school may be a member and have voting rights.
- Each membership shall be considered to be a family membership and, as such, up to two individual parents, guardians or other adults standing in loco parentis for a student at Turkey Hill School shall have an individual right to vote. If a student at the school has more than two individual parents, guardians or other adults standing in loco parentis, an additional membership shall have to be obtained in order to secure more than two votes for said family.

**Section 2.** Every individual who is a member of the Turkey Hill School PTO is entitled to all benefits of such membership.

**Section 3.** Each member of the Turkey Hill School PTO shall pay annual dues to said organization. The amount of such annual dues will be decided upon and voted upon each year by the Executive Board. The Co-Presidents are authorized to waive annual dues for any member unable to pay due to financial hardship or other reasonable reason.

**Section 4.** Membership in the Turkey Hill School PTO shall be open, without discrimination, to anyone who believes in and supports the vision, mission and purposes of the Turkey Hill School PTO as listed in this document. Enrollment shall be made available without regard to race, color, creed or nation of origin.

## Article V - Officers

**Section 1.** The officers of the Turkey Hill School PTO shall be a President, or Co-Presidents, a First Vice President, a Second Vice President (the Turkey Hill School Principal or his/her designee), a Recording Secretary, a Corresponding Secretary, a Treasurer and an Assistant Treasurer.

**Section 2.** Nomination forms shall be distributed in the month of March. Officers will be nominated in the month of April and elected in the month of May at the general Turkey Hill School PTO meeting. Installation of the new officers will be in the month of July.

**Section 3.** The vote shall be conducted by ballot and a majority vote shall elect. When there is only one candidate for any office that election may be held by voice vote.

**Section 4.** The following provisions shall govern the eligibility of individuals to be officers of the Turkey Hill School PTO:

- a) Each officer must be a member of the Turkey Hill School PTO in good standing.
- b) No officer may be eligible to serve more than two consecutive terms in the same office, unless there are no willing members to assume the office and there is a separate vote held specifically for said office.
- c) A person who has served in an office for more than one half of the full term shall be deemed to have served a full term in such office.

**Section 5.** Officers shall assume their official duties on July 1 in the year in which they are elected and shall serve for a term of one year or until their successors are elected.

**Section 6.** A vacancy occurring in the office of co-presidents or president shall be filled for the remainder of the unexpired term by a co-president or vice-president. A vacancy in any office other than president shall be filled by the Executive Board.

**Section 7.** There shall be a nominating committee composed of 3 members who shall be appointed by the Executive Board of the Turkey Hill School PTO at the General Membership meeting in October. The nominating committee will follow the guidelines set forth in Article V, Section 2 and the nominating guidelines contained in the current edition of *Robert's Rules of Order, Newly Revised*.

- a) The nominating committee shall accept nominations of eligible people for each office to be filled and report its nominees at the regular general membership meeting in May, at which time additional nominations may be made from the floor. A sitting member of the nomination committee may not be nominated for an office.
- b) Only those individuals who are current members of the Turkey Hill School PTO and who have signified their consent to serve if elected shall be nominated for, or elected to, such office.
- c) All elected persons are expected to be able to attend most if not all of the Executive Board and general Turkey Hill School PTO meetings.

**Section 8.** All officers shall perform the duties outlined in these by-laws and those assigned from time to time. Upon expiration of term of office or in case of resignation or removal, each Officer shall turn over to the highest rank of the Executive Board member, without delay, all records, books and other material pertaining to the office including all funds pertaining to the office.

**Section 9.** Any officer of the Turkey Hill School PTO may resign at any time by giving written notice to the Turkey Hill School PTO and to the Recording Secretary of the Turkey Hill School PTO. Such resignation shall take effect at the time specified therein; and, unless otherwise specified in such resignation, the acceptance of such resignation shall not be necessary to make it effective.

**Section 10.** Officers may be removed, with cause, by a two-thirds vote of those present (assuming a quorum) where previous notice has been given to the Executive Board for review.

**Article VI - Duties of Officers**

**Section 1.** President/Co-Presidents

The President/Co-Presidents shall:

- a) Preside at all meetings of the Turkey Hill School PTO and Executive Board;
- b) Serve as the primary contact for the Turkey Hill School Principal;
- c) Represent the Turkey Hill School PTO at meetings outside the Turkey Hill School PTO;
- d) Sign all contracts;
- e) Serve as an ex officio member of all committees except the nominating committee;
- f) Coordinate the work of the officers and committees of the Turkey Hill School PTO in order that the purposes may be promoted;
- g) Perform such other duties as may be outlined in the details of these by-laws or as directed by the Executive Board;
- h) Prepare the agenda for all Executive Board and General Board meetings.

Details:

- I. School Year Prep - Mid July
  - Get binder from outgoing President/Co-Presidents (to include copy of by-laws).
  - Create calendar of Turkey Hill School PTO fundraising events school year.
  - Order student agendas, folders and stickers.
  - PTO forms which must be collected and submitted to the principal by August 15 to be included in the First Day of School Packet:
    - 1) Back to School Night notice
    - 2) Emergency and Messaging Notification
    - 3) Library Volunteer Breakfast notice

- 4) Membership (Family and Staff)
  - 5) Read-A-Thon packet
  - 6) Room Parent
  - 7) Student Directory
  - 8) Volunteer / Chairperson
- New Family Night held in August:
    - 1) Attend and be prepared to make a speech.
    - 2) Have volunteer sign-up sheets available.
    - 3) Gifts to all incoming new students (i.e. Turkey Hill School pencil/magnet).
  - Recruit chairperson for positions not filled
  - Back to School Night:
    - 1) Attend and be prepared to make a speech.
    - 2) Introduce the new Executive Board.
    - 3) Present the annual budget and by-laws.
    - 4) Request motion to vote on budget and by-laws, proceed with vote.
- II. In September, during the first week of school, ask the school secretary for:
- Student/family count
  - Classroom lists
  - Family list
  - Remind treasurer to file taxes prior to November 15 to avoid penalty
- III. Monthly:
- Meeting - Executive Board and General Membership.
  - Maintain the Turkey Hill School PTO calendar in the main hallway.
- IV. Check the Turkey Hill School PTO mailbox regularly.
- V. Year End Closing (June):
- Prepare budget for next school year with new President/Co-Presidents and Treasurer.
  - Prepare the Turkey Hill School PTO calendar of fundraising events for next school year.
  - Plan fundraisers for next school year.
- VI. Year end gifts for retiring teachers.

## **Section 2. First Vice President**

The First Vice President shall:

- a) Act as an aide to the President or Co-Presidents;
- b) In the President's or Co-President's absence or inability to service, the First Vice President may be called upon to perform the duties of the President or Co-Presidents;
- c) Act as the by-laws authority for the Executive Board;
- d) Submit all building applications to the Board of Education for all school events;

e) Perform such other duties as may be outlined in the details of these by-laws or as directed by the Executive Board.

Details:

- Submit all “Building and Use” forms to the Board of Education for all school events.
- Distribute all event folders to chairpeople.
- All folders will include event budget amount, deposit form, reimbursement form, any special forms or instructions relative to the respective event, list of volunteers for their committee and the name of the Executive Board member responsible on the Turkey Hill School PTO Board to report to with updates.
- At the end of the school year or after each fundraising event, collect event folders from chairpeople.
- All folders should include the event flyer, chairperson’s notes and a completed Event Description form.
- Act as Room Parent Coordinator. Through a raffle, select room parents (two per classroom).
- Oversee room parents, contact them throughout the year for classroom and or additional support for school activities.
- Oversee chairpeople to make sure they are on time and ready for their respective events/programs.
- For any events/programs that do not fall under the responsibility of the First Vice President, assist if needed

### **Section 3.** Second Vice President

The Second Vice President’s position will be held by the Principal of the Turkey Hill School (or his/her designee) to:

- Provide information and guidance with regard to Turkey Hill School PTO decisions;
- Act as liaison between the Executive Board and the school administration;
- Cast tie-breaking votes within the Executive Board, only when necessary;
- Ensure that the Executive Board functions consistently with the goals of the Turkey Hill School.

### **Section 4.** Communications Secretary

The Communications Secretary shall:

- a) Be responsible for notifying all members of the Executive Board and the general members of all Turkey Hill School PTO scheduled meetings prior to said meeting;
- b) File all records;
- c) Maintain a folder for the year's correspondence;
- d) Handle all sunshine responsibilities for the Executive Board;

- e) Provide Turkey Hill School PTO “First Day of School Packet” to new families who enroll after first day of school;
- f) Perform such other duties as may be outlined in the details of these by-laws or as directed by the Executive Board;
- g) Maintain a copy of the by-laws, rules, and any other necessary supplies, bringing them to all Turkey Hill School PTO meetings.

Details:

- Be responsible for notifying all members of the Executive Board and the general members of all Turkey Hill School PTO scheduled meetings prior to said meeting.
- Oversee or be chairperson for the school directory.
- Insure that all Turkey Hill School PTO correspondence to Turkey Hill School families and staff has been approved by the Principal prior to distribution.
- Keep record/binder of all Turkey Hill School PTO correspondence (flyers, emails, phone calls) sent home to all Turkey Hill School PTO families and staff.

#### **Section 5.** Recording Secretary

The Recording Secretary shall:

- a) Must attend both the Executive Board and General Turkey Hill School PTO meetings. If unable to attend, appoint another Executive Board member to take the minutes;
- b) Record the minutes of all meetings of the Turkey Hill School PTO;
- c) Be prepared to read the records of any previous meetings;
- d) Have a current copy of the by-laws;
- e) Post approved minutes of the general Turkey Hill School PTO meetings onto the school’s website;
- f) Perform such other duties as may be outlined in the details of these by-laws or as directed by the Executive Board.

Details:

- Attend the Turkey Hill School PTO Executive Board and General Board meetings.
- Obtain Recording Secretary’s minute book with minutes of previous meetings and other materials from predecessor, including master copy of the by-laws, list of members, and official documents and records of the Turkey Hill School PTO.
- Keep an accurate, concise, permanent record of the proceedings of all meetings of the association and of the Executive Board these minutes are the legal record of the Turkey Hill School PTO minutes contain a record of what the group did, with action recorded in the order it took place. Personal opinion and discussion are omitted.
- Minutes are entered into a bound book, hand-written in permanent ink, or typed and the original copy pasted into the bound minute book.

- Prepare a list of unfinished business items for the President or Co-Presidents and assist with preparation of the agenda, if requested.
- Have on hand for reference at each meeting a copy of the by-laws and standing rules, minutes of previous meetings, list of all committees, and an up-to-date list of all members.
- Read the minutes of any previous meeting when called upon to do so.
- Provide copies of the association's minutes to expedite the meeting, or association minutes may be published on website when posted to the school community, only a summary of action is printed.
- With approval of the Turkey Hill School PTO, reading of the minutes may be postponed to a succeeding meeting, or a committee may be appointed by the President or Co-Presidents to read the minutes and report.
- Prepare the minutes and give a copy to the President or Co-Presidents as soon after each meeting.
- Make all corrections to the official minutes.
- Corrections to the minutes are made immediately following the reading of the minutes, during the time specified on the agenda for minutes, or at any subsequent meeting when errors are discovered.
- The current minutes shall reflect that a correction was made.
- In the master copy of the minutes, the secretary circles the incorrect words with a red pen and places the correction in the margin of the bound minute book.
- Corrections must be dated and initialed.
- Only the group that created the minutes (executive committee, Executive Board, association) may correct them.
- Prepare and read a report (not the full minutes) of each Executive Board meeting at each association meeting and move the adoption of board recommendations.
- Enter all amendments to the by-laws in the minutes when the vote is taken.

## **Section 6.** Treasurer

The Treasurer shall:

- a. Receive and have custody of the funds of the Turkey Hill School PTO (including all sub-committees);
- b. Maintain a full account of the funds of the Turkey Hill School PTO;
- c. Make disbursements as authorized by the President or Co-Presidents, Executive Board or the Turkey Hill School PTO in accordance with the budget adopted by the Turkey Hill School PTO;
- d. Have vouchers signed by appropriate chairperson and or Executive Board member(s);
- e. Have authority to sign checks;

- f. Keep a full and accurate account of the receipts and disbursements in the books belonging to the Turkey Hill School PTO (including all sub-committees).
- g. Provide a financial statement to the Executive Board at each meeting and at other times of the year when requested by the Executive Board;
- h. Present an annual report of the financial condition of the Turkey Hill School PTO;
- i. Submit the books annually for an audit by an auditing committee of three selected by the Executive Board at least one month before the meeting at which new officers assume duties;
- j. Report the findings of the annual audit to the Executive Board;
- k. Responsible to coordinate the completion and filing of the annual tax return for the Turkey Hill School PTO. The annual return is due to the Internal Revenue Service by November 15 of each calendar year.
- l. Perform such other duties as may be outlined in the details of these by-laws or as directed by the Executive Board.

Details:

- Maintain and or set up bank account(s). Checks are to be signed by the Treasurer or the President or Co-Presidents.
- Have custody of the funds of the Turkey Hill School PTO (including all sub-committees).
- Maintain a full account of the funds of the Turkey Hill School PTO (including all sub-committees).
- Make disbursements as authorized by the President or Co-Presidents, Executive Board or the Turkey Hill School PTO in accordance with the budget adopted by the Turkey Hill School PTO.
- Keep a full and accurate account of the receipts and disbursements in the books belonging to the Turkey Hill School PTO (including all sub-committees).
- Balance books belonging to the Turkey Hill School PTO (including all sub-committees) in accordance with the monthly bank statements.
- Provide a written financial statement to the Executive Board at each meeting, which includes a detailed list of all revenues and expense items and a copy of most recent month's bank statement.
- Meet with the accountant and provide information as needed in preparation for filing of tax returns. Return must be complete and submitted to the Internal Revenue Service by November 15 to avoid a penalty charge.
- Provide a final end of the year report of the financial condition of the Turkey Hill School PTO
- Meet with incoming treasurer to review procedures.
- Acts as Turkey Hill School PTO Membership Dues Chairperson. Collect dues from Turkey Hill School families and teachers. Keep detailed record of all dues collected.

## **Section 7.** Assistant Treasurer

The Assistant Treasurer shall:

- a) On a timely basis, deposit all funds from fundraising events into respective Turkey Hill School PTO checking accounts (including all sub-committees). All checking accounts are located at Peoples United Bank.
- b) Coordinate with various chairpeople to arrange pick up of monies after each Turkey Hill School PTO fundraising event.
- c) School secretary may send an email if money has been left in the school safe.
- d) If possible, count money in front of the chairperson in case of any discrepancies.
- e) Each deposit should be accompanied with a deposit request form signed by two people, the event chair and a member of the event committee.
- f) Keep copies of all deposits slips and any back up that may have been handed in with deposits.
- g) Note on deposit slip what event the monies is from.
- h) Notify Treasurer of deposit and provide information to insure that the funds can be recorded to the correct budget line item.
- i) Perform such other duties as may be outlined in the details of these by-laws or as directed by the Executive Board.

## **Section 8.** Ways and Means Representatives

At the discretion of the Executive Board, there will be two Ways and Means representatives appointed by the Co-Presidents. The responsibilities include:

- a) Oversee and provide support for fundraising efforts at Turkey Hill School;
- b) Continuously research new fundraising opportunities;
- c) Appoint Committee Chairpeople for each fundraising event/activity;
- d) Participate in developing budget goals for each fundraising event/activity;
- e) Perform such other duties as may be outlined in the details of these by-laws or as directed by the Executive Board.

Details

- All Committee Chairpeople for all activities and events report into the Ways and Means Chairpeople they are responsible for overseeing these activities and events, providing support, and chairing if needed.

## **Section 9.** Teacher Representatives

There shall be two Teacher Representatives who volunteer to be a part of the Executive Board. They act as liaisons between the Turkey Hill School faculty/staff and the Turkey Hill School PTO.

## **Article VII - Executive Board**

**Section 1.** The affairs of the Turkey Hill School PTO shall be managed by the Executive Board in the intervals between the Turkey Hill School PTO general membership meetings.

**Section 2.** Each Executive Board member shall be a member of the Turkey Hill School PTO.

**Section 3.** The members of the Executive Board shall be:

- a) Elected officers;
- b) Two Ways and Means Chairpeople, two Teacher Representatives, and the Principal;
- c) The President or Co-Presidents may appoint a Parliamentarian, subject to approval of the Executive Board of the Turkey Hill School PTO.

**Section 4.** Duties of the Board shall be to:

- a) Carry out such business as may be referred to it by the membership of the Turkey Hill School PTO;
- b) Create standing or temporary/special committees;
- c) Approve the plans of the work of the standing or temporary/special committees;
- c) Create a report at the regular general membership meetings of the Turkey Hill School PTO;
- d) Select an auditing committee of three to audit the Treasurer's books/Turkey Hill School PTO accounts;
- f) Prepare reports and recommendations to the membership;
- e) Prepare and submit an annual budget to the general membership for adoption;
- f) Approve payment of routine bills within the limits of the approved budget.

**Section 5.** If any member of the Executive Board shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the Executive Board by resolution adopted by the Executive Board and a majority vote by same Executive Board.

**Section 6.** Regular meetings of the Executive Board shall be held with the date and time to be fixed by the Executive Board at its first meeting of the year, or at such meeting as the calendar is set for the year.

**Section 7.** Special meetings of the Executive Board may be called by the President or Co-Presidents or when requested by a majority of the members of the Executive Board.

**Section 8.** At all meetings of the Executive Board, a majority of the members of the Executive Board shall constitute a quorum for the transaction of business.

**Section 9.** Upon expiration of the term of office or when individuals cease to hold the position that entitles them to be a member of the Executive Board, they shall automatically cease to be a member of the board and shall be relieved of all duties and responsibilities incident to such membership. All records, books, and other materials pertaining to the position shall be turned over to the president or co-presidents and all funds pertaining to the position shall be returned to the treasurer within 14 days.

## **Article VIII - Chairpeople and Their Committees**

**Section 1.** Only members of the Turkey Hill School PTO shall be eligible to serve in any elective or appointive positions.

**Section 2.** Chair people shall be determined by the Turkey Hill School PTO Executive Board.

**Section 3.** The Executive Board may create special committees, as it may deem necessary to promote the vision, mission and purposes of the PTO and carry on the work of the Turkey Hill School PTO.

**Section 4.** The term of office of a committee chair shall be one (1) year or until the selection of a successor.

**Section 5.** The chair of each committee shall present a plan of work to the Executive Board for approval. No committee work shall be undertaken without the consent of the Executive Board and the proper requisitions being filled out.

**Section 6.** No contracts should be entered into or signed by a chairperson. All contracts must be presented to the Executive Board at which time they will be voted upon. Approved contracts can only be signed by the Turkey Hill School PTO President or Co-Presidents.

**Section 7.** All reimbursements must be submitted to the Treasurer in a timely manner. Request for reimbursement must in a completed Turkey Hill School PTO reimbursement request form and supporting documentation (i.e., receipts).

## **Article IX - General Membership Meetings**

**Section 1.** Regular meetings of the Turkey Hill School PTO shall be held according to the schedule announced at the beginning of the school year, on a monthly basis. Notice shall be given to the membership of any change of date.

**Section 2.** Special meetings of the Turkey Hill School PTO may be called by the President or Co-Presidents or by a majority of the Executive Board.

**Section 3.** The annual meeting shall be held in September.

**Section 4.** Eight members shall constitute a quorum for the transaction of business in any meeting of the Turkey Hill School PTO.

## **Article X - Fiscal Year**

**Section 1.** Fiscal Year shall begin on July 1 and end on the following June 30.

**Section 2.** Budgets: A tentative budget shall be drafted by the Executive Board each August and submitted to the general membership for approval during the subsequent September meeting and approved by a majority vote of the members present.

#### **Article XI - Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Turkey Hill School PTO in all cases in which they are applicable.

#### **Article XII - Amendments**

**Section 1.** These by-laws may be altered and or amended at any regular general membership meeting of the Turkey Hill School PTO by a two-thirds vote of those present and voting, provided the amendments have been approved by the Executive Board and notice of the proposed amendments has been provided to the membership 10 days prior to the meeting.

**Section 2.** The Executive Board of the Turkey Hill School PTO will serve as the by-laws committee.

#### **Article XIII - Conflict of Interest Policy**

##### **Section 1.** Purpose

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, the Turkey Hill School Parents and Teachers Organization, Inc., when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Turkey Hill School PTO or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations including but not limited to Section 4958 of the Internal Revenue Code of 1986, as amended, and/or Connecticut General Statute Stat. § 1127-1130.

##### **Section 2.** Definitions

- a) Interested Person - Any director, principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b) Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
  - 1) An ownership or investment interest in any entity with which the Turkey Hill School PTO has a transaction or arrangement;
  - 2) A compensation arrangement with any entity with which the Turkey Hill School PTO has a transaction or arrangement; or

3) A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Turkey Hill School PTO is negotiating a transaction or arrangement.

c) Notes

- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- A financial interest is not necessarily a conflict of interest. Under Section 3, item b, a person who has a financial interest may have a conflict of interest only if the appropriate governing Executive Board or committee decides that a conflict of interest exists.

**Section 3.** Procedures

- a) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b) The remaining board or committee members shall decide if a conflict of interest exists.
- c) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.
- d) An interested person may make a presentation at the governing board or committee meeting, but after presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.

**Article XIV: Indemnification and Liability**

**Section 1.** The Turkey Hill School PTO shall indemnify members to the fullest extent allowed upon determination that indemnification is proper under the circumstances insofar as all applicable standards of conduct have been compiled with including, but not limited to the Turkey Hill School PTO By-Laws, the rules and/or regulations of the Orange Board of Education and State of Connecticut and/or Federal law. Indemnification provided by this provision shall survive the termination of the Turkey Hill School PTO-member relationship and shall insure to the benefit of heirs, executors and administration of such a person.

**Article XV: Dissolution**

**Section 1.** The Turkey Hill School PTO may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting. Upon the dissolution of the Turkey Hill School PTO, and after paying or adequately providing for the debts and obligations of the Turkey Hill School PTO, the remaining assets shall be distributed to the Town of Orange Board of Education.

## **Article XVI: Exceptions**

### **Section 1. General Powers**

These By-Laws may be amended, repealed or added to, and new By-Laws may be adopted by resolution at any meeting of the Executive Board by a majority vote of the entire voting Executive Board, and a copy of all proposed text changes or additions for review has been distributed to the members.

### **Section 2. Non-Profit Status Restrictions**

The Executive Board shall have no power to amend or repeal these By-Laws in such manner as to permit any member, Officer, Agent or Attorney to receive any compensation or pecuniary profit from the operations of the Turkey Hill School PTO.

### **Section 3. Exceptions**

Any changes, as well as exceptions to any contained within these By-Laws Articles and respective Sections shall be reviewed by the Executive Board as soon as the next scheduled meeting. Decisions shall be made on each case bases and not as a general rule.